

Restaurant Brands International Inc.
Form 4
December 16, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FRANKLIN MARTIN E

2. Issuer Name and Ticker or Trading Symbol
Restaurant Brands International Inc.
[QSR]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
874 SINCLAIR ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/12/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

OAKVILLE, A6 L6K 2Y1
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 12/12/2014 | | A ⁽¹⁾⁽²⁾ | V Amount (D) Price 5,277 (2) | A (2) 5,277 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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Partnership (subject to the consent of the Restaurant Brands International Inc. conflicts committee, in certain circumstances). This conversion right has no expiration date.

- (5) Represents an indirect interest held by RSMA, LLC. The Reporting Person is the managing member of RSMA, LLC and may be considered to have beneficial ownership of RSMA, LLC's interests in Burger King Worldwide. The Reporting Person disclaims beneficial ownership of any shares in which he does not have a pecuniary interest.

- (6) These options were acquired pursuant to the Arrangement Agreement, under which outstanding Burger King Worldwide stock options were converted into stock options with respect to the same number of Restaurant Brands International Inc. common shares as were subject to the underlying Burger King Worldwide stock options and otherwise on the same terms and conditions as were applicable under such Burger King Worldwide stock options (including with respect to vesting and exercise price).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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